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Custodian for Certain Mortgage Backed
Securities Trusts*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,)	
)	Chapter 11
Debtors.)	
)	Jointly Administered

**LIMITED JOINDER OF WELLS FARGO BANK, N.A., AS CUSTODIAN FOR
RESIDENTIAL MORTGAGE BACKED SECURITIES TRUSTS, TO
OBJECTION OF THE RMBS TRUSTEES TO DEBTORS' MOTION
FOR ORDER UNDER 11 U.S.C §§ 105(a), 365(a), AND 554(a),
FED. R. BANKR. P. 6006 AND 9014, AND LOCAL BANKRUPTCY RULE
6006-1 APPROVING PROCEDURES REGARDING THE FUTURE REJECTION OF
EXECUTORY CONTRACTS AND UNEXPIRED LEASES (DOCKET NO. 2326)**

Wells Fargo Bank, N.A. (“**Wells Fargo**”), solely in its capacity as custodian for certain mortgaged backed securities trusts (in such capacity, the “**Custodian**”), hereby files its limited joinder (the “**Limited Joinder**”) to the *Objection* (Docket No. 2412; the “**RMBS Trustees Objection**”) of the *RMBS Trustees to Debtors’ Motion Under 11 U.S.C §§ 105(a), 365(a) and 554(a), Fed. R. Bankr. P. 6006 and 9014, and Local Bankruptcy Rule 6006-1 Approving Procedures Regarding the Future Rejection of Executory Contracts and Unexpired Leases*, filed on November 30, 2012 (Docket No. 2326; the “**Procedures Motion**”). The Custodian respectfully states as follows:

LIMITED JOINDER

1. Wells Fargo acts as custodian for the purpose of receiving and holding certain documents and other instruments relating to residential mortgage loans delivered by certain Debtors, in their capacity as a servicer, master servicer, or owner with respect to such loans, pursuant to the terms of numerous custodial agreements (each a “**Custodial Agreement**” and collectively the “**Custodial Agreements**”). In such capacity, Wells Fargo is responsible for holding and safeguarding the mortgage notes and other contents of the mortgage files.

2. U.S. Bank National Association, The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A., Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas, and Wells Fargo, solely in their capacities as trustees or indenture trustees for certain mortgaged backed securities trusts (collectively, the “**RMBS Trustees**”), jointly filed the RMBS Trustees Objection asserting objections to the Procedures Motion.

3. By this Limited Joinder, the Custodian joins in the RMBS Trustees Objection to the extent applicable to the Custodian. In particular, the Custodian hereby incorporates by reference paragraphs 9 through 12 of the RMBS Trustees Objection, as applicable to the Custodian.

4. The Custodian submits that there is no basis to “retroactively” reject a Custodial Agreement, as the Custodian will have necessarily continued to perform its obligations under a Custodial Agreement between the date of a Rejection Notice and the Rejection Date, for the benefit of the estates, and should be entitled to payment for services rendered at the applicable contract rate.

WHEREFORE, for the reasons set forth herein, the Custodian respectfully requests that this Court grant the relief sought herein.

Dated: December 14, 2012
New York, New York

Respectfully submitted,

ALSTON & BIRD LLP

By: /s/ John C. Weitnauer
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